

LAW OFFICES  
**McGLINCHEY STAFFORD LANG**  
A PROFESSIONAL LIMITED LIABILITY COMPANY

RECORDATION NO. 18275-0, P. 1, 4R  
FILED 18275

DEC 19 1996 11:30 AM

NEW ORLEANS  
HOUSTON  
BATON ROUGE  
LITTLE ROCK  
JACKSON  
FORT SMITH  
LAKE PROVIDENCE

2777 STEMMONS FREEWAY  
SUITE 925  
DALLAS, TEXAS 75207

TELEPHONE (214) 860-9700  
FAX (214) 860-9750  
DIRECT DIAL

December 10, 1996

Secretary  
Surface Transportation Board  
Twelfth Street & Constitution Avenue N.W.  
Washington, D.C. 20423  
Attention: Recordation, Room 2311

RE: Documents for Recordation  
Trinity Industries Leasing Company  
Equipment Trust (Series 11, Fourth Supplement)

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Fourth Supplement to Equipment Trust Agreement, a primary document, dated as of December 5, 1996, between Trinity Industries Leasing Company (the "Company") and The Bank of New York, as Successor Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated December 5, 1996, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated December 5, 1996, between the Company ("Seller") and the Bank, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated December 5, 1996, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Fourth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of June 24, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 18275 on June 25, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 18275-A and 18275-B; the First Supplement to Equipment Trust Agreement dated March 17, 1995 between the Company and the Bank, as Trustee which was filed with the STB and recorded under Recordation No. 18275-C on March 21, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 18275-D and 18275-E; the Second Supplement to Equipment Trust

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

DEC 19 11 30 AM '96

Counterpart - Michael Peters

**McGLINCHEY STAFFORD LANG**  
A PROFESSIONAL LIMITED LIABILITY COMPANY

Agreement dated December 21, 1995 between the Company and the Bank, as Trustee which was filed with the STB and recorded under Recordation No. 18275-H on December 26, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 18275-I and 18275-J; and the Third Supplement to Equipment Trust Agreement dated August 27, 1996 between the Company and the Bank, as Trustee which was filed with the STB and recorded under Recordation No. 18275-L on September 3, 1996, along with an Assignment and Bill of Sale under Recordation Nos. 18275-M and 18275-N.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to One (1) railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 101 Barclay, 21st Floor, New York, New York 10286.

The railroad equipment covered by the Fourth Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our check in the amount of \$84.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Fourth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Fourth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

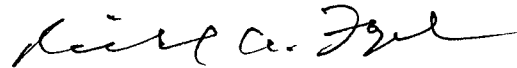
A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Fourth Supplement to Equipment Trust Agreement, a primary document, dated as of December 5, 1996, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering One (1) railroad car, and (ii) Assignment, a primary document, dated December 5, 1996, between the Company (as Assignor), and the Bank, as Trustee, and covering One (1) railroad car.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated December 5, 1996, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Fourth Supplement to Equipment Trust Agreement referred to in paragraph (a)

LAW OFFICES  
**McGLINCHEY STAFFORD LANG**  
A PROFESSIONAL LIMITED LIABILITY COMPANY

above, and Bill of Sale, a secondary document, dated December 5, 1996, between the Bank, as Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of June 24, 1993 referred to above.

Very truly yours,



Richard A. Fogel

Enclosures

1996 11 27 AM

Series 11

## EXHIBIT A

- 1 Railroad Car Lease Agreement, dated July 9, 1996, between Trinity Industries Leasing Company and Bunge Corporation covering the following described railroad cars (Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	5400 cu. ft Aluminum Covered Hopper Car	TIMX 54003

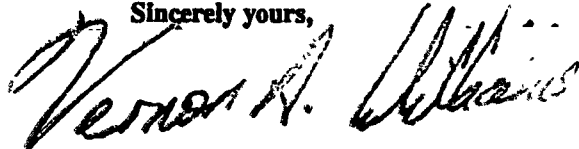
SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

Richard A. Fogel  
McClintchey Stafford Lang  
2777 Stemmons Freeway  
Dallas, TX. 75207

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12-19-96 at 11:30 AM, and assigned recordation number(s): 18275-O, P, Q, R, 17848-R, S, T, U, 15195-KR, LL, MM, NN, 17520-LL, MM, NN, OO, and 16017-TTT, UUU, VVV, WWW, 14864-HH, II, JJ KK.

Sincerely yours,

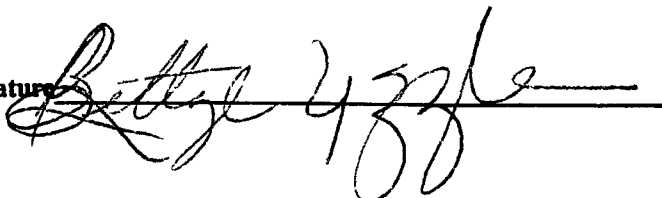


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 616.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



1275-0  
DEC 1 1996

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**FOURTH SUPPLEMENT  
TO EQUIPMENT TRUST AGREEMENT**

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 11)

Dated as of December 5, 1996

Between

THE BANK OF NEW YORK,  
Successor Trustee

AND

TRINITY INDUSTRIES LEASING COMPANY

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FOURTH SUPPLEMENT dated as of December 5, 1996 (herein called this "Fourth Supplement"), to the Equipment Trust Agreement dated as of June 24, 1993 (hereinafter called the "Trust Agreement"), between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called the "Company") and THE BANK OF NEW YORK, a New York Banking Corporation, as Successor Trustee (hereinafter in such capacity called the "Trustee").

#### PRELIMINARY STATEMENT

A. The Trust Agreement was filed with the Surface Transportation Board (the "STB") on June 25, 1993 under Recordation No. 18275. The First Supplement to the Trust Agreement, dated March 17, 1995, was filed with the STB on March 21, 1995 under Recordation No. 18275-C. The Second Supplement to the Trust Agreement, dated December 21, 1995, was filed with the STB on December 26, 1995 under Recordation No. 18275-H. The Third Supplement to the Trust Agreement, dated August 27, 1996, was filed with the STB on September 3, 1996 under Recordation No. 18275-L.

B. The Company has, pursuant to Section 5.05(a) of the Trust Agreement, issued its Request that the Trustee assign to the Company the One (1) railroad cars comprised of the following lease: One (1) railcar covered by the Existing Lease dated March 28, 1989, between Trinity Industries Leasing Company and Petrowest Petroleum Ltd. (Partial Rider 1) described in Exhibit B to the Trust Agreement (the "Assigned Equipment").

C. Pursuant to Section 5.05(a) of the Trust Agreement and such Request, the Company desires to convey to the Trustee other Equipment described in Exhibits A and B hereto of an aggregate fair value no less than the fair value of the Assigned Equipment (the "Substituted Equipment").

D. The parties desire to supplement and amend the Trust Agreement as provided herein.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. The Trust Agreement is hereby amended by adding to Exhibits A & B to the Trust Agreement the descriptions of the Substituted Equipment and Existing Leases contained in Exhibits A and B hereto; and in accordance with Section 4.01 of the Trust Agreement, the Substituted Equipment shall be Trust Equipment and shall be included in the trust created thereunder and subject to all of the terms and provisions thereof.

2. The Trust Agreement, as hereby amended, is in all respects ratified and confirmed, and all rights and powers created or granted thereby or thereunder shall be and remain in full force and effect.

3. Terms used in this Fourth Supplement shall have the respective meanings ascribed to them in the Trust Agreement.

4. The terms "Trust Agreement," "Agreement" or "Equipment Trust Agreement" as used in the Trust Agreement and all Exhibits thereto shall be construed to mean the Trust Agreement as amended by the First Supplement, the Second Supplement, the Third Supplement and this Supplement.

5. This Fourth Supplement may be executed in several counterparts each of which shall be deemed an original, and all such counterparts shall together constitute but one and the same instrument. This Fourth Supplement may be signed by each party hereto upon a separate copy in which event all of said copies shall constitute a single counterpart of this Fourth Supplement. It shall not be necessary in making proof of this Fourth Supplement to produce or account for more than one such counterpart.

6. This Fourth Supplement shall in all respects be governed by, and construed and enforced in accordance with, the laws of the State of Texas (including the conflicts of laws rules), including all matters of construction, validity and performance.

IN WITNESS WHEREOF, the parties have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed effective as of the date first written above.

TRINITY INDUSTRIES LEASING COMPANY

Attest:

Neil D. Thayer  
Assistant Secretary

[SEAL]

By:

F. Dean Phelps  
Vice President

THE BANK OF NEW YORK,  
Successor Trustee

By:

Walter N. Gitlin  
Name: WALTER N. GITLIN  
Title: Vice President

Attest:

Per [Signature]



STATE OF TEXAS

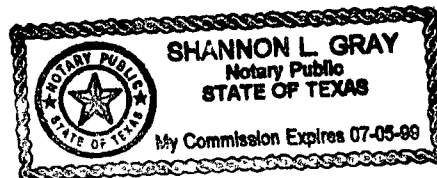
§  
§ ss.  
§

COUNTY OF DALLAS

On this 5<sup>th</sup> day of December, 1996, before me personally appeared F. Dean Phelps, to me personally known, who being by me duly sworn, says that he is the Vice President of TRINITY INDUSTRIES LEASING COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public

My Commission Expires: \_\_\_\_\_



[SEAL]

STATE OF NEW YORK

§  
§ ss.  
§

COUNTY OF NEW YORK

On this 5<sup>th</sup> day of December, 1996, before me personally appeared WALTER N. GITLIN, to me personally known, who being by me duly sworn, says that he is the Vice President of THE BANK OF NEW YORK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public

My Commission Expires: \_\_\_\_\_

WILLIAM J. CASSELS  
Notary Public, State of New York  
No. 01CA5027729  
Qualified in Bronx County  
Certificate Filed in New York County  
Commission Expires May 16, 1998

Series 11

EXHIBIT A

- 1 Railroad Car Lease Agreement, dated July 9, 1996, between Trinity Industries Leasing Company and Bunge Corporation covering the following described railroad cars (Rider 1)

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	5400 cu ft Aluminum Covered Hopper Car	TIMX 54003

5

5

Series 11

EXHIBIT B  
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
1 Hopper Car	Lo	5400 cu ft	TIMX 54003	08/96